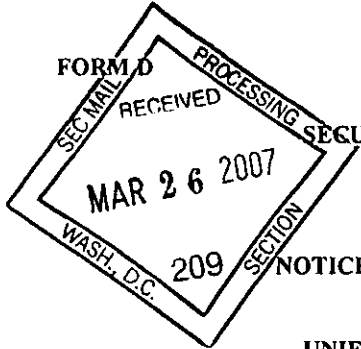


1395101



UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO
REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL	
OMB NUMBER:	3235-0076
Expires:	April 30, 2008
Estimated average burden hours per response	16.00

SEC USE ONLY	
Prefix	Serial
DATE RECEIVED	

Name of Offering (☐ check if this is an amendment and name has changed, and indicate change.)

Series C Preferred Stock

Filing Under (Check box(es) that apply): ☐ Rule 504 ☐ Rule 505 ☒ Rule 506 ☐ Section 4(6) ☐ ULOE
Type of Filing: ☒ New Filing ☐ Amendment



A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer (☐ check if this is an amendment and name has changed, and indicate change.)

Kalido Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code)

1 Wayside Road, Burlington, MA 01803

Telephone Number (Including Area Code)

781-202-3200

Address of Principal Business Operations (if different from Executive Offices) (Number and Street, City, State, Zip Code)

Telephone Number (Including Area Code)

Brief Description of Business:

Provider of application software for data warehouse lifecycle management.

Type of Business Organization

☒ corporation
☐ business trust

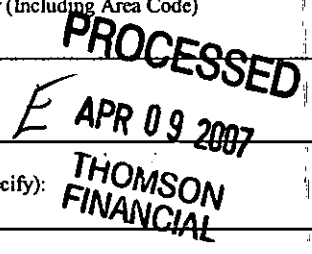
☐ limited partnership, already formed
☐ limited partnership, to be formed

☐ other (please specify):

Month Year

Actual or Estimated Date of Incorporation or Organization 11 01 ☒ Actual ☐ Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: DE
CN for Canada; FN for other foreign jurisdiction)



GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 USC 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

When to File: U.S. Securities and Exchange Commission, 100 F Street, N.E., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires a payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Handwritten signature

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Hewitt, William

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Kalido, Inc., 1 Wayside Road, Burlington, MA 01803

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Nevins, Joan M.

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Kalido, Inc., 1 Wayside Road, Burlington, MA 01803

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Barrows, Timothy

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Kalido, Inc., 1 Wayside Road, Burlington, MA 01803

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Coelho, George

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Kalido, Inc., 1 Wayside Road, Burlington, MA 01803

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Foy, James

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Kalido, Inc., 1 Wayside Road, Burlington, MA 01803

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Hayler, Andrew

Business or Residence Address (Number and Street, City, State, Zip Code)

14 Mayfield Avenue Chiswick London W4 1PN United Kingdom

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Spray, Christopher

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Kalido, Inc., 1 Wayside Road, Burlington, MA 01803

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Atlas Venture Fund V, L.P.

Business or Residence Address (Number and Street, City, State, Zip Code)

890 Winter Street, Suite 320, Waltham, MA 02451

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Atlas Venture Fund VI, L.P.

Business or Residence Address (Number and Street, City, State, Zip Code)

890 Winter Street, Suite 320, Waltham, MA 02451

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Benchmark Europe I, L.P.

Business or Residence Address (Number and Street, City, State, Zip Code)

20 Balderton Street, London W1K 6TL, United Kingdom

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Matrix Partners VII, L.P.

Business or Residence Address (Number and Street, City, State, Zip Code)

Bay Colony Corporate Center, 1000 Winter Street, Suite 4500, Waltham, MA 02451

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Potter, Elizabeth S.

Business or Residence Address (Number and Street, City, State, Zip Code)

11 Lorena Road, Winchester, MA 01890

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Thorburn, Andrew J.

Business or Residence Address (Number and Street, City, State, Zip Code)

7 Shanter Place, Alloway London KA7 4RD United Kingdom

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

<p>1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box <input type="checkbox"/> and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.</p> <p>Type of Security.....</p> <p>Debt.....</p> <p>Equity.....</p> <p style="margin-left: 40px;"><input type="checkbox"/> Common <input checked="" type="checkbox"/> Preferred</p> <p>Convertible Securities (including warrants).....</p> <p>Partnership Interests.....</p> <p>Other (Specify _____).....</p> <p>Total.....</p>	<p>Aggregate Offering Price</p> <p>\$ _____</p> <p>\$ <u>4,999,998.92</u></p> <p>\$ _____</p> <p>\$ _____</p> <p>\$ _____</p> <p>\$ <u>4,999,998.92</u></p>	<p>Amount Already Sold</p> <p>\$ _____</p> <p>\$ <u>4,999,998.92</u></p> <p>\$ _____</p> <p>\$ _____</p> <p>\$ _____</p> <p>\$ <u>4,999,998.92</u></p>
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Answer also in Appendix, Column 3, if filing under ULOE.

<p>2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."</p> <p>Accredited Investors.....</p> <p>Non-accredited Investors.....</p> <p>Total (for filings under Rule 504 only).....</p>	<p>Number of Investors</p> <p><u>9</u></p> <p>_____</p> <p>_____</p>	<p>Aggregate Dollar Amount of Purchases</p> <p>\$ <u>4,999,998.92</u></p> <p>\$ _____</p> <p>\$ _____</p>
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Answer also in Appendix, Column 4, if filing under ULOE.

<p>3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.</p> <p>Type of offering</p> <p>Rule 505.....</p> <p>Regulation A.....</p> <p>Rule 504.....</p> <p>Total.....</p>	<p>Type of Security</p> <p>_____</p> <p>_____</p> <p>_____</p> <p>_____</p>	<p>Dollar Amount Sold</p> <p>\$ _____</p> <p>\$ _____</p> <p>\$ _____</p> <p>\$ _____</p>
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<p>4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.</p> <p>Transfer Agent's Fees.....</p> <p>Printing and Engraving Costs.....</p> <p>Legal Fees.....</p> <p>Accounting Fees.....</p> <p>Engineering Fees.....</p> <p>Sales Commissions (specify finders' fees separately).....</p> <p>Other Expenses (identify).....</p> <p>Total.....</p>	<p><input type="checkbox"/></p> <p><input type="checkbox"/></p> <p><input checked="" type="checkbox"/></p> <p><input type="checkbox"/></p> <p><input type="checkbox"/></p> <p><input type="checkbox"/></p> <p><input type="checkbox"/></p> <p><input checked="" type="checkbox"/></p>	<p>\$ _____</p> <p>\$ _____</p> <p>\$ <u>40,000</u></p> <p>\$ _____</p> <p>\$ _____</p> <p>\$ _____</p> <p>\$ _____</p> <p>\$ <u>40,000</u></p>
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